

RECORDATION NO. 19502 - C  
FILED 1425  
JUN 29 1995 - 10:00 AM  
INTERSTATE COMMERCE COMMISSION

**MEMORANDUM OF TRUST INDENTURE SUPPLEMENT NO. 1  
(BN 1995-E)**

Memorandum of Trust Indenture Supplement No. 1, made and entered into as of June 29, 1995 among Wilmington Trust Company, as Owner Trustee, a Delaware banking corporation ("*Owner Trustee*"), and First Security Bank of Utah, National Association, as Indenture Trustee, a national banking association ("*Indenture Trustee*").

**WITNESSETH:**

1. The undersigned have entered into that certain Trust Indenture and Security Agreement (BN 1995-E) (the "*Trust Indenture*"), dated as of June 15, 1995, by which the Owner Trustee has granted a security interest to the Indenture Trustee in order to secure the Owner Trustee's performance of certain obligations as described in the Trust Indenture.

2. A memorandum of said Trust Indenture is being recorded with the Interstate Commerce Commission concurrently herewith pursuant to Section 11303 of Title 49 of the United States Code.

3. The undersigned have entered into that certain Trust Indenture Supplement No. 1 (BN 1995-E), dated June 29, 1995, relating to the above-described Trust Indenture and extending the Owner Trustee's grant of a security interest therein to locomotives and aluminum rotary gondola coal cars bearing reporting marks as listed on Exhibit A attached hereto.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

WILMINGTON TRUST COMPANY, as  
Owner Trustee

By                       
Name: Donald G. MacKelcan  
Title: Senior Financial Services Officer

Executed on this 23rd day of June, 1995.

FIRST SECURITY BANK OF UTAH, NATIONAL  
ASSOCIATION

By                       
Name:  
Title:

Executed on this     day of June, 1995.

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WILMINGTON TRUST COMPANY

By \_\_\_\_\_  
Name:  
Title:

Executed on this \_\_\_\_ day of June, 1995.

FIRST SECURITY BANK OF UTAH, NATIONAL  
ASSOCIATION

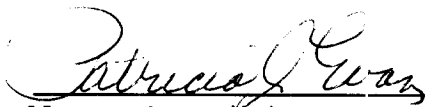
By  \_\_\_\_\_  
Name: **Brett R. King**  
Title: **Trust Officer**

Executed on this 29<sup>th</sup> day of June, 1995.

STATE OF Delaware )  
 ) SS.:  
COUNTY OF New Castle )

On this, the 23rd day of June, 1995, before me, a Notary Public in and for said County and State, personally appeared Donald G. MacKelcan, who being by me duly sworn, says that (s)he is the Sr. Fin. Svs. Of of WILMINGTON TRUST COMPANY, that said instrument was signed on June 23, 1995 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

  
Name: Patricia A. Evans  
Notary Public  
My Commission Expires: 4/20/99  
Residing in Wilmington, Delaware

STATE OF \_\_\_\_\_ )  
 ) SS.:  
COUNTY OF \_\_\_\_\_ )

On this, the \_\_\_\_\_ day of June, 1995, before me, a Notary Public in and for said County and State, personally appeared \_\_\_\_\_, who being by me duly sworn, says that (s)he is the \_\_\_\_\_ of FIRST SECURITY BANK OF UTAH, NATIONAL ASSOCIATION, that said instrument was signed on June \_\_, 1995 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

\_\_\_\_\_  
Name: \_\_\_\_\_  
Notary Public  
My Commission Expires: \_\_\_\_\_  
Residing in \_\_\_\_\_

STATE OF \_\_\_\_\_ )  
 ) SS.:  
COUNTY OF \_\_\_\_\_ )

On this, the \_\_\_\_\_ day of June, 1995, before me, a Notary Public in and for said County and State, personally appeared \_\_\_\_\_, who being by me duly sworn, says that (s)he is the \_\_\_\_\_ of WILMINGTON TRUST COMPANY, that said instrument was signed on June \_\_, 1995 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

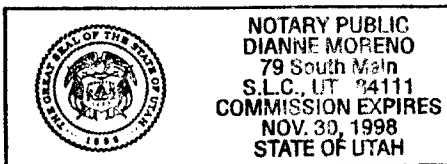
IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

STATE OF Utah )  
 ) SS.:  
COUNTY OF Salt Lake )

On this, the 29th day of June, 1995, before me, a Notary Public in and for said County and State, personally appeared Brett R. King, who being by me duly sworn, says that (s)he is the TRUST OFFICER of FIRST SECURITY BANK OF UTAH, NATIONAL ASSOCIATION, that said instrument was signed on June 29, 1995 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Dianne Moreno  
\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

**EXHIBIT A**

**UNITS**

<b>EQUIPMENT</b>	<b>QUANTITY</b>	<b>REPORTING MARKS</b>
New SD70M-AC Locomotives	6	BN 9565 through BN 9570, inclusive
New Aluminum Rotary Gondola Coal Cars	720	BN 535700 through BN 536419, inclusive